

**AMENDMENT TO
INTERCONNECTION AGREEMENT
BY AND BETWEEN
WISCONSIN BELL, INC. d/b/a SBC WISCONSIN
AND
TIME WARNER TELECOM OF WISCONSIN, L.P.**

The Interconnection Agreement ("the Agreement") by and between Wisconsin Bell, Inc.¹ d/b/a SBC Wisconsin ("SBC Wisconsin") and Time Warner Telecom of Wisconsin, L.P. ("TWTC") is hereby amended as follows:

(1) This Amendment is replacing the ICB USOCs in the Collocation Pricing Appendix with permanent USOCs as shown in the rate sheet attached hereto as Attachment I and incorporated herein for all purposes.

(2) This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement, but rather, shall be coterminous with such Agreement.

(3) EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

(4) In entering into this Amendment, neither Party is waiving, and each Party hereby expressly reserves, any of the rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, including, without limitation, the following actions, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further government review: *Verizon v. FCC, et. al*, 535 U.S. 467 (2002); *USTA, et. al v. FCC*, 290 F.3d 415 (D.C. Cir. 2002) and following remand and appeal, *USTA v. FCC*, 359 F.3d 554 (D.C. Cir. 2004); the FCC's Triennial Review Order (rel. Aug. 21, 2003); and the FCC's Order on Remand and Report and Order in CC Dockets No. 96-98 and 99-68, 16 FCC Rcd 9151 (2001), (rel. April 27, 2001), which was remanded in *WorldCom, Inc. v. FCC*, 288 F.3d 429 (D.C. Cir. 2002).

(5) This Amendment shall be filed with and is subject to approval by the Public Utility Commission and shall become effective ten (10) days following approval by such Commission.

¹ Wisconsin Bell, Inc. (previously referred to as "Wisconsin Bell"), is a wholly-owned subsidiary of Ameritech Corporation and now operates under the name "SBC Wisconsin", pursuant to an assumed name filing with the State of Wisconsin. Ameritech Corporation is a wholly-owned subsidiary of SBC Communications Inc.

IN WITNESS WHEREOF, this Amendment to the Agreement was exchanged in triplicate on this _____ day of _____, 2004, by Wisconsin Bell, Inc. d/b/a SBC Wisconsin, signing by and through its duly authorized representative, and TWTC, signing by and through its duly authorized representative.

Time Warner Telecom of Wisconsin, L.P.

Wisconsin Bell, Inc. d/b/a SBC Wisconsin by SBC Telecommunications, Inc., its authorized agent

By: Time Warner Telecom General Partnership, its general partner

By: Time Warner Telecom Holdings, Inc., its general partner

By: _____

By: _____

Name: _____
(Print or Type)

Name: _____
(Print or Type)

Title: _____
(Print or Type)

Title: *For*/ Senior Vice President-
Industry Markets and Diversified Businesses

Date: _____

Date: _____

FACILITIES-BASED OCN # _____

ACNA _____